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OFFICERS.

President,
THOMAS S. FERNON.

Directors,

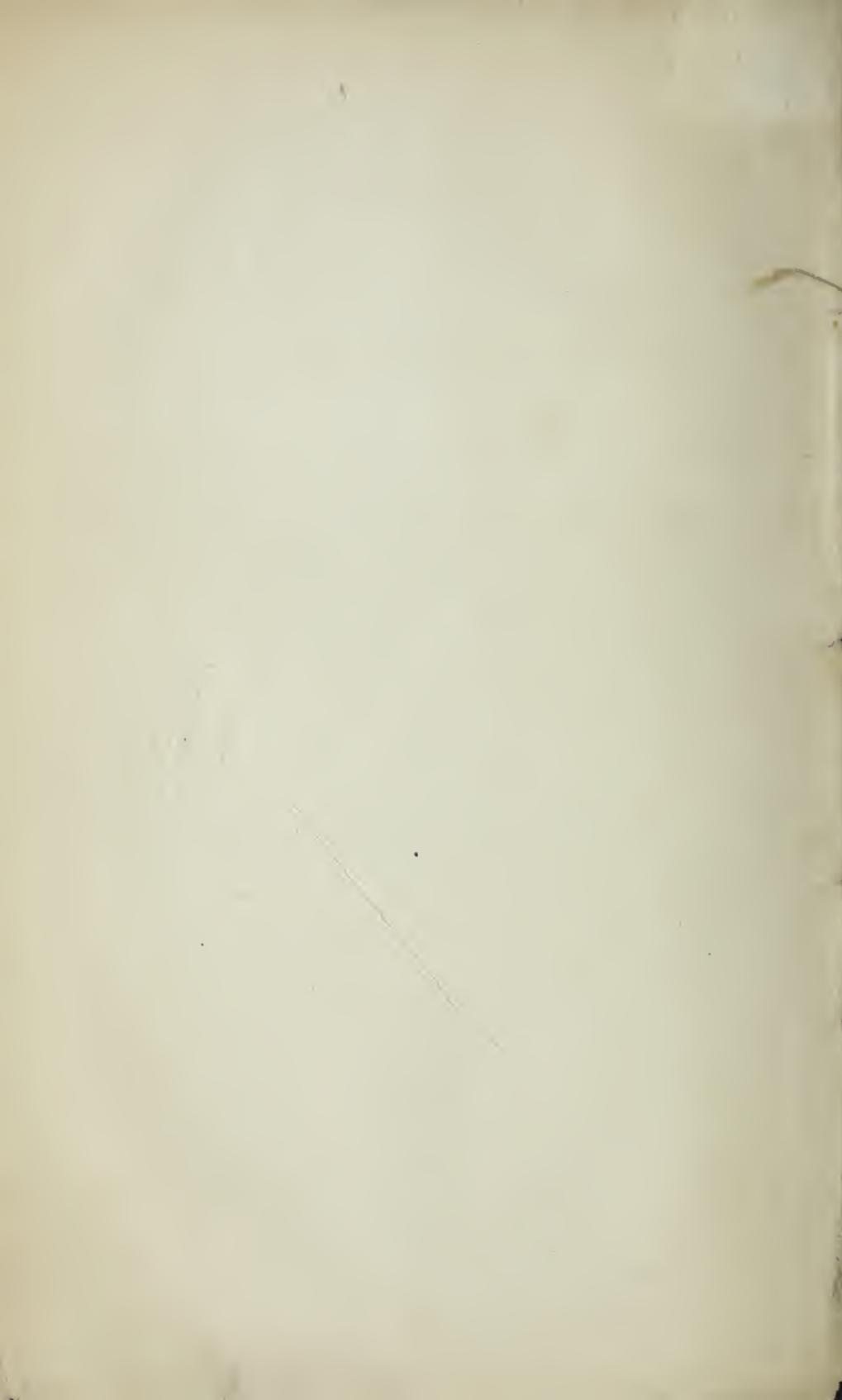
ISAAC S. WATERMAN,	ISAAC R. DAVIS,
JOHN BROCK,	JACOB M. THOMAS,
JOHN WELSH, JR.	CHARLES HENRY FISHER,
CHAS. W. CHURCHMAN,	ALGERNON S. ROBERTS,
J. GILLINGHAM FELL,	JOHN O. JAMES,
JOHN JORDAN, JR.	JOHN ELY.

Treasurer,
WILLIAM WISTER.

Secretary,
EDWARD ARMSTRONG.

Solicitor,
JOHN P. BROCK.

Chief Engineer,
EDWARD MILLER.



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AN ACT TO INCORPORATE
THE
PHILADELPHIA, EASTON AND WATER-GAP
RAILROAD COMPANY.

SECTION 1. *Be it enacted by the Senate and House of Representatives of the Commonwealth of Pennsylvania, in General Assembly met, and it is hereby enacted by the authority of the same,* That John O. Commissioners. James, Samuel H. Gillingham, Andrew Manderson, Elwood M. Smith, Josiah Brant, William E. Morris, Isaac S. Waterman, John Jordan, William P. Brock, William B. Hart, Charles Santee, Joseph M. Hollingshead, Harry Conrad, John Gilbert, James S. Young, Solomon Smith, Thomas Taylor, William Raiguel, John Ely, William C. Ludwig, Samuel H. Bush, Daniel Dalby, Benjamin Kemerer, S. M. Bunn, George Barron, James Shields, Charles Koons, Milton Cooper, Henry Budd, John T. Maull, John Thomason, Joseph M. Thomas, and Peter Sieger, of Philadelphia County; William T. Rogers, John Brown, C. E. Wright, Stephen Brock, John B. Pugh, William S. Hendrie, R. Thornton, R. Watson, William Carr, and E. J. Fox, of Bucks County; Peter Ihrie, M. H. Jones, Jacob Wagner, William H. Lawall, Michael Butz, Jacob Rader, George Troxell, Jacob Rice, Augustus Wolle, G. H. Goundie, J. J. Levers, William Beitel, Samuel Straub, James M. Porter, and Samuel Taylor, of Northampton County; and Joseph Lukens, John Shaffer, Sr., George Sechler, Jacob Wentz, Henry Dickenson, of Montgomery County, or any three of them, be, and they are hereby appointed Commissioners, to open books, receive subscriptions, and organize a Company by the name, style and title of "THE PHILADELPHIA, EASTON Name. AND WATER-GAP RAILROAD COMPANY," with power and authority to construct a Railroad, beginning at a point North of Vine street, Location. in the County of Philadelphia, and thence by the most expedient and practicable route, to or near the Borough of Easton, or some other point in Northampton County, with the right to extend said Extension. Railroad to any point or place in Monroe or Pike Counties, and to connect with the Delaware, Lehigh, Schuylkill and Susquehanna Connections.

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Railroad, the Delaware and Cobb's-Gap Railroad, and the New York and Erie Railroad, or any other Railroad which may have connected with it, in Pennsylvania, subject to all the provisions and restrictions of AN ACT REGULATING RAILROAD COMPANIES, approved the nineteenth day of February, one thousand eight hundred and forty-nine, so far as the same are not altered or supplied by this act; and the said *Philadelphia, Easton and Water-Gap Railroad Company* shall have the right, subject to the provisions and restrictions of the Act aforesaid, to connect their Railroad by lateral or branch-roads, with any Railroad constructed or to be constructed, in any of the Counties through which the same may pass, and also to construct one or more bridges across the river Delaware, and to connect by one or more lateral or branch-roads, with any Railroad or other public improvement in the State of New Jersey.

General Railroad Law.

Branch roads.

New Jersey connections.

Capital Stock.

Power to borrow money.

Connecting links at different points.

Time for commencement and completion.

SECTION 2. That the Capital Stock of the said Company shall consist of thirty thousand shares. *Provided*, That the said Company may, from time to time, by a vote of the Stockholders at a meeting called for the purpose, increase the Capital Stock, if it shall be deemed necessary, to an amount sufficient to carry out the true intent and meaning of this Act. For the purpose of completing and equipping the said Railroad, the said Company shall have the power of borrowing any sum not exceeding two millions of dollars, at a rate of interest not exceeding seven per centum per annum, and to secure the payment of the same by the issue of bonds and a mortgage of the said Railroad, together with the corporate rights and franchises granted by this Act, and to annex to the said bonds and mortgage the privilege of converting the same into Capital Stock of the said Company at par, at the option of the holders, if they shall signify their election in writing so to convert the same one year before their maturity. *Provided*, That the said Company shall issue no certificate of loan of less denomination than one hundred dollars.

SECTION 3. That said Company shall have power to connect with any Railroad belonging to any other Company using part of said route, in any and every case where it may be deemed inexpedient for a time to build the whole of the road authorized by this act; and said Company shall have as full power and control over the part or parts built by said Company, in every respect, as if said Company had built the whole of the road authorized by this Act.

SECTION 4. That if the said Company shall not commence the construction of said road within five years, and complete it in ten years from the passage of this Act, the same shall be null and void,

except so far as the same may be necessary to settle up the affairs and pay the debts of said Company.

JOHN S. RHEY,
Speaker of the House of Representatives.

JOHN H. WALKER,
Speaker of the Senate.

Approved the Eighth day of April, A. D., one-thousand eight-hundred and fifty-two.

WM. BIGLER.

SECRETARY'S OFFICE.

Pennsylvania, ss:

I do hereby certify, that the foregoing and annexed is a true and correct copy of the original Act of the General Assembly, as the same remains on file in this office.

In testimony whereof, I have hereunto set my hand, and caused the Seal of the Secretary's Office to be hereunto affixed, at Harrisburg, this Twenty-sixth day of May, A. D., one-thousand eight-hundred and fifty-two.

E. S. GOODRICH,
Deputy Secretary of the Commonwealth.

MUNICIPAL CORPORATIONS

Authorized to Subscribe to the Capital Stock of the Philadelphia, Easton and Water-Gap Railroad Company.

Corporations
empowered to
subscribe.

Certificates of
loan received as
cash.

Sale of bonds.

Limit to municip-
al subscription

SECTION 4. That it shall be lawful for the constituted authorities of the City of Philadelphia, the incorporated districts in the County of Philadelphia, the Borough of Easton in the County of Northampton, and the counties of Monroe and Pike, or either of them, to subscribe for shares in the Capital Stock of the Philadelphia, Easton and Water Gap Railroad Company, to borrow money to pay therefor, and to make provision for the principal and interest of the money so borrowed, as in other cases of loans to said City, Counties, Boroughs, and Townships, respectively ; and no certificate of loan or bond shall be for a less sum than one hundred dollars, and shall be transferable only on the books of the respective City, Districts, Counties and Boroughs, kept for that purpose ; and the certificates of loans or bonds issued or to be issued by such authorities, for the purpose aforesaid, bearing an interest of six per cent. per annum, payable half-yearly, shall be received as cash at par by the said Company in payment of the instalments or shares subscribed, as aforesaid ; and the said City, Counties, Boroughs and Townships, respectively, may vote at the elections of said Company, by their officers specially authorized for the purpose, in the same manner as individual stockholders ; and the said Company shall not sell or dispose of, below their par value, any bonds received in payment of stock subscriptions, as aforesaid, without giving at least sixty days' notice to the municipal corporation having issued the same, that an instalment or instalments have been called in upon said stock ; and if the said corporations shall pay the instalment or instalments so called, the bonds shall be returned to them ; but, upon their failure to make such payments, the Company shall have power to dispose of said bonds to the best advantage : *Provided*, that no subscription made by any municipal corporation, authorized by this section to subscribe to the Capital Stock of said Company, shall exceed ten per cent on the assessed valuation of the real and personal estate in the City, District, Borough, or County, making such subscription.

SECRETARY'S OFFICE.

Pennsylvania, ss:

I do hereby certify, that the foregoing and annexed is a true and correct copy of Section 4, of the original Act of the General Assembly, entitled, "An Act for the relief of Patterson and Witmer, relative to the Manheim and Lebanon Turnpike Company to the claim of Thomas Maguire, authorizing certain Corporations to subscribe stock to the Philadelphia, Easton and Water-Gap Railroad Company," and for other purposes. Approved the sixth day of May, one thousand eight hundred and fifty-two, as the same remains on file in this office.

*In testimony whereof, I have hereunto set my hand and caused the
Seal of the Secretary's Office to be affixed, at Har-
[SEAL.] risburg, this sixth day of May, one thousand eight
hundred and fifty-two.*

E. S. GOODRICH,
Deputy Secretary of the Commonwealth.

A SUPPLEMENT

To an Act, entitled, "An Act to Incorporate the Philadelphia, Easton and Water-Gap Railroad Company," approved the eighth day of April, Anno Domini, one thousand eight hundred and fifty-two.

SECTION 1. Be it enacted by the Senate and House of Representatives of the Commonwealth of Pennsylvania in General Assembly met, and it is hereby enacted by the authority of the same, That the

Votes.

number of votes to which each Stockholder in the Philadelphia, Easton and Water-Gap Railroad Company, shall be entitled, shall be according to the number of shares held, in the proportion following, that is to say; for each share, not exceeding five hundred shares, one vote; for every five shares above five hundred, and not exceeding one thousand shares, one vote; for every ten shares above one thousand shares one vote; and any Corporation that shall be possessed of five thousand shares or more in the capital stock of the Philadelphia, Easton and Water-Gap Railroad Company, shall, in lieu of voting at the general elections of said Company, be entitled

Election of Directors by Corporations.

to elect, by the constituted authorities thereof, one Director for each and every five thousand shares held by said Corporation; *Provided,* That no Corporation shall elect more than two Directors, and that a majority of the Board of Directors shall at all times be elected by the private Stockholders; and if at any time Corporations shall be entitled, under this provision, to more than five Directors, then the number of Directors to which such Corporations may be entitled shall be reduced in such manner as shall be determined upon by the Directors in office.

*SECTION 2. That the President and Directors of said Company shall have the power, if it shall be deemed expedient to exercise the same, to contract to pay to the Stockholders in said Company, at such times as said President and Directors, or a majority of them shall designate, interest at the rate of six per centum per annum on all shares or instalments paid on the shares of said stock till the said railroad shall be completed; and the profits or earnings of the said railroad, within the same time, shall be credited to the cost of construction; and all interest paid shall be charged to the cost of construction: *Provided,* That interest shall not be paid on any*

Interest on instalments paid on stock.

shares of stock upon which any instalment, which has been duly called for, remains unpaid: *Provided, further,* That the stock of said Company shall not be subject to any tax in consequence of the payment of the interest hereby authorized, nor until the net earnings shall realize at least six per centum per annum upon the capital invested.

SECTION 3. That for the purpose of enabling said Company to extend, complete and equip their railroad, or a branch railroad from the main line thereof to the New York State line, at any point east of Bradford county, as hereby authorized, said Company, in addition to the powers and privileges heretofore granted, shall have power and authority to borrow such sum of money as may be deemed necessary to carry into effect the intent and meaning of this section, subject to all the provisions and restrictions, not inconsistent herewith, of the act incorporating said Company, approved the eighth day of April, A. D. one thousand eight hundred and fifty-two.

SECTION 4. That so much of any act of Assembly as is altered or supplied by this act, is hereby repealed.

W. P. SCHELL,
Speaker of the House of Representatives.

THOS. CARSON,
Speaker of the Senate.

Approved this 25th day of January, A. D. one thousand eight hundred and fifty-three.

WM. BIGLER.

Pennsylvania, ss.

I do hereby certify, that the foregoing and annexed is a true and correct copy of an act of the General Assembly of this Commonwealth, entitled, "A supplement to an act, entitled, 'An act to incorporate the Philadelphia, Easton and Water-Gap Railroad Company, approved the 8th day of April, 1852,'" and which is now on file in this office.

In testimony whereof, I have hereunto set my hand, and caused [SEAL.] the seal of the Secretary's Office to be affixed, this twenty-fifth day of January, A. D. 1853.

F. W. HUGHES,
Secretary of the Commonwealth.



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https://archive.org/details/actofincorporati00phil_1

A FURTHER SUPPLEMENT

To an Act, entitled, "An Act to Incorporate the Philadelphia, Easton and Water-Gap Railroad Company," approved the eighth day of April, one thousand eight hundred and fifty-two.

SECTION 1. *Be it enacted by the Senate and House of Representatives of the Commonwealth of Pennsylvania in General Assembly met, and it is hereby enacted by the authority of the same, That the fourth section of an act, entitled, "An Act for the relief of Patterson and Witmer, relative to the Manheim and Lebanon turnpike company, to the claim of Thomas Maguire, authorizing certain corporations to subscribe stock to the Philadelphia Easton and Water Gap Railroad Company, and for other purposes," approved the sixth day of May, one thousand eight hundred and fifty-two, shall be and hereby is so amended that the word "districts" shall be substituted for the word "townships" wherever it occurs in said section; and the provisions of said fourth section, subject to the stipulations contained in the first section of an act supplementary to an act incorporating said company, approved the twenty-fifth day of January, one thousand eight hundred and fifty-three, are hereby extended to the several counties and to the municipal and other corporations within the said several counties, (except the Borough of Easton, in the County of Northampton, and except also the Counties of Lehigh, Northampton, Bucks, and Luzerne,) into or through which the Philadelphia, Easton and Water Gap Railroad may pass; and it shall be lawful for said company to locate and construct their railroad, by the most advantageous route, without regard to any intermediate or contiguous county line; Provided, That the additional power hereby granted shall only authorize said company to locate and construct their railroad, if it shall be deemed expedient so to do, into or through any county next adjoining either of the counties within which said company are restricted by limitations heretofore imposed.*

Typographical correction.

Power to subscribe for stock extended to all corporations in certain counties

Location unrestricted.

Right to locate in adjoining counties.

SECTION 2. That said Company are hereby authorized to connect their Railroad with any other Railroad now constructed, or which may hereafter be constructed, at either end, or at any intermediate point on the line thereof, in such manner as may be deemed most convenient and advantageous in each and every case.

W. P. SCHELL,
Speaker of the House of Representatives.

THOS. CARSON,
Speaker of the Senate.

Approved the 29th day of March, one thousand eight hundred and fifty-three.

WM. BIGLER.

SECRETARY'S OFFICE.

PENNSYLVANIA, ss.

I do hereby certify that the foregoing and annexed is a true and correct copy of An Act of the General Assembly of this Commonwealth, entitled, "A further supplement to an act entitled, 'An Act to incorporate the Philadelphia, Easton and Water-Gap Railroad Company,' approved the 8th day of April, 1852," and which act was approved the 29th day of March, 1853, and is now on file in this office.

In testimony whereof, I have hereunto set my hand and affixed the seal of the Secretary's Office at Harrisburg,
[SEAL]. this thirty-first day of March, one thousand eight hundred and fifty-three.

E. S. GOODRICH,
Deputy Secretary of the Commonwealth.

Right to assume, in lieu of present title, the name of
"THE NORTH PENNSYLVANIA RAILROAD COMPANY."

SECTION 11. That the name, style and title of "The Philadelphia, Easton and Water-Gap Railroad Company," be, and the same is ^{Power to change corporate title.} hereby changed to, and said corporation shall hereafter be known by, the name of "The North Pennsylvania Railroad Company," with all the rights, privileges and immunities, and subject to all the provisions and penalties, provided for and enjoined by the act incorporating said company, and the several supplements thereto; *Provided*, That this section shall not take effect until first approved by the Board of Directors of said Philadelphia, Easton and Water-Gap Railroad Company, and if not so approved on or before the first day of January, one thousand eight hundred and fifty-four, it shall thereafter be adjudged null and void.

SECRETARY'S OFFICE.

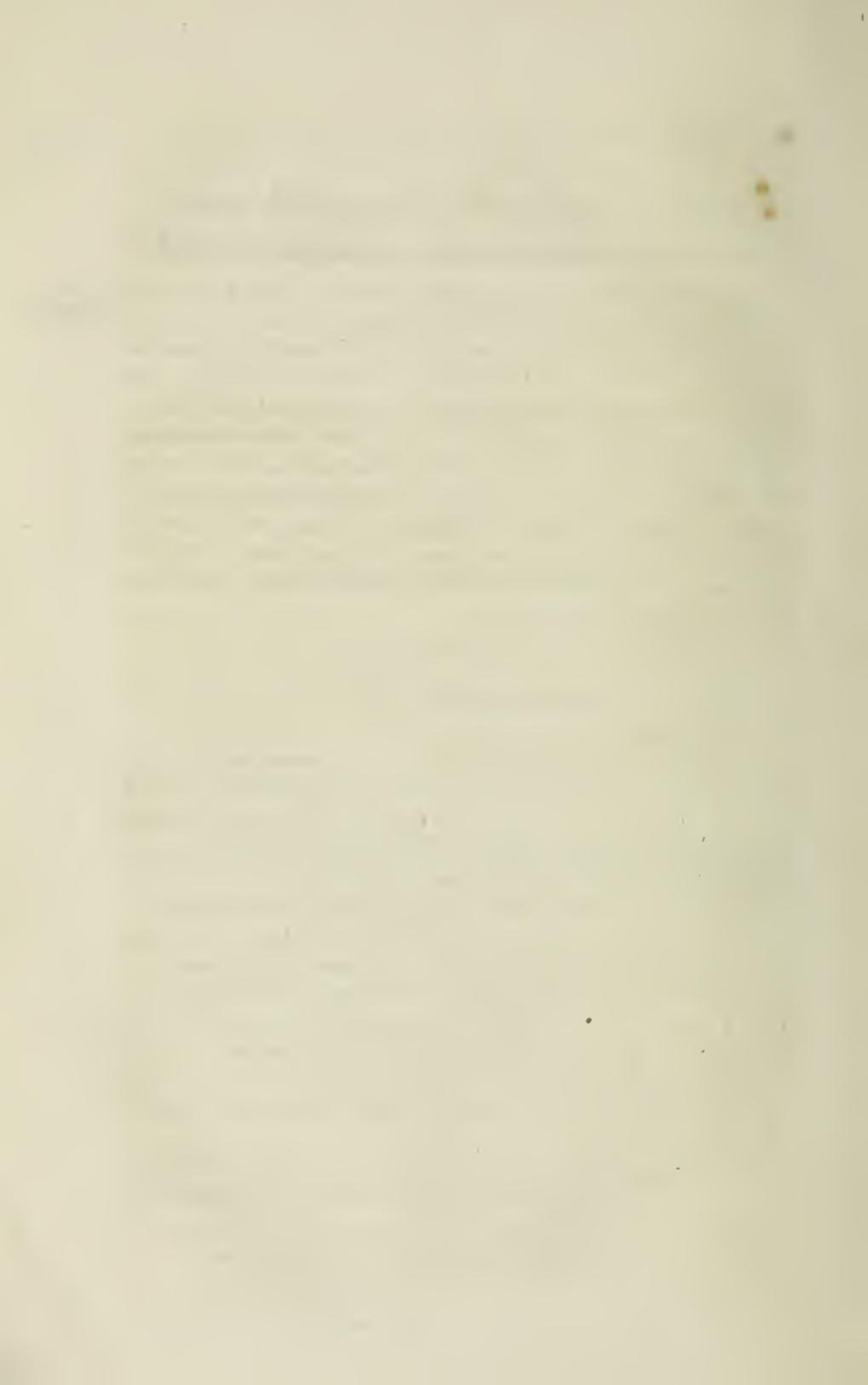
PENNSYLVANIA, ss.

I do hereby certify the foregoing to be a true and correct copy of section eleven, of the original act of the General Assembly, entitled, An Act relative to the Estate of Alexander Symington, deceased, incorporating the Kingsessing and Philadelphia Railroad Company, authorizing the Select and Common Councils of the City of Philadelphia to alter certain Wharf Lines on the River Schuylkill, to confirm the title to certain real estate in the District of Spring Garden, in the County of Philadelphia, authorizing the Commissioners of the District of Southwark, in the County of Philadelphia, to borrow money for the building of wharves and piers, and changing the name of the Philadelphia, Easton and Water-Gap Railroad Company; approved the eighteenth day of April, A. D., one thousand eight hundred and fifty-three, as the same remains on file in this office.

In testimony whereof, I have hereunto set my hand, and caused the seal of the Secretary's Office to be hereto affixed,
[SEAL.] *at Harrisburg, this twentieth day of June, A. D.,*
one thousand eight hundred and fifty-three.

E. S. GOODRICH,

Deputy Secretary of the Commonwealth.



At a Meeting of the Board of Directors of the Philadelphia, Easton and Water Gap Railroad Company, held the 3d of October, 1853, it was on motion of John Jordan, Jr.,

Resolved, That section eleven of an Act, entitled "An Act relative to the estate of Alexander Symington, deceased," and for other purposes, approved the eighteenth day of April, A. D. 1853, be, and the same is hereby approved, and that in pursuance of the provisions of said eleventh section of the Act aforesaid, this Company shall hereafter be known by the name of "*The North Pennsylvania Railroad Company.*"

Extract from the Minutes.

EDWARD ARMSTRONG, *Secretary.*

GENERAL RAILROAD LAW OF PENNSYLVANIA.

AN ACT REGULATING RAILROAD COMPANIES.

SECTION 1. *Be it enacted by the Senate and House of Representatives of the Commonwealth of Pennsylvania in General Assembly met, and it is hereby enacted by the authority of the same,* That whenever a special act of the General Assembly shall hereafter be passed, authorizing the incorporation of a Company for the construction of a Railroad within this Commonwealth, the Commissioners named in such act, or any five of them, shall have power to open books for receiving subscriptions to the capital stock of such Company, at such time or times, and at such place or places as they may deem expedient, after having given at least twenty days' notice, in one or more newspapers, published in the county where books of subscription are to be opened; and at the times and places so designated and named in the public notices to be given, as aforesaid, the said Commissioners, or any two of them, shall attend and furnish to all persons duly qualified, who shall offer to subscribe, an opportunity of so doing; and it shall be lawful for all such persons, and for all firms and copartnerships, by themselves or by persons duly authorized, to subscribe for shares in said stock; and the said books shall be kept open at least six hours in every day, for the term of three juridical days, or until there shall have been subscribed the whole number of shares authorized by the special act; and if at the expiration of three days, the books aforesaid shall not have the number of shares therein subscribed, the said Commissioners may adjourn from time to time, and to such places as they may deem proper, until the whole number of shares authorized, as aforesaid, shall be subscribed, of which adjournment the Commissioners aforesaid shall give such public notice as the occasion may require; and when the whole number of shares shall be subscribed, the books shall be closed: *Provided always,* That no subscription for such stock shall be valid unless the party or parties making the same, shall, at the time of subscribing, pay to the said Commissioners five dollars on each and every share subscribed, for the use of the Company.

SECTION 2. That when ten per centum on the capital stock, as provided by any special act of incorporation, shall have been subscribed, and five dollars paid on each and every share, as aforesaid,

Commissioners.

Subscriptions.

Who may subscribe.

Payment.

Letters patent.

the said Commissioners, or such of them as shall have acted, shall certify to the Governor, under their hands and seals, the names of the subscribers, and the number of shares subscribed by each, and that five dollars on each share have been paid, whereupon the Governor shall, by letters patent, under his hand and the seal of the Commonwealth, create and constitute the subscribers, and if the subscription be not full at the time, those who shall thereafter subscribe to the number of shares aforesaid, their successors and assigns, into a body politic and corporate, in deed and in law, by the name, style and title, designated by the special act of Assembly; and by the said name, style and title, the said subscribers shall have perpetual succession, with all the privileges, franchises and immunities incident to a corporation, and be able to sue and be sued, plead and be impleaded, in all courts of record and elsewhere, and to purchase, receive, have, hold, use and enjoy to them and their successors, goods, chattels and estate, real and personal, of what kind and nature soever, and the same from time to time, to sell, exchange, mortgage, grant, alien, or otherwise dispose of, and to make dividends of such portion of the profits as they may deem proper; and also to make and have a common seal, and the same to alter and renew at pleasure,

By-laws.

and also to ordain, establish and put in execution, such by-laws, ordinances and regulations as shall appear necessary or convenient for the government of said corporation, not being contrary to the constitution and laws of the United States, or of this Commonwealth, and generally to do all and singular, the matters and things which to them it shall lawfully appertain to do for the well being of said corporation, and the due ordering and management of the affairs thereof: *Provided*, That nothing herein contained shall be construed as in any way giving, to such corporation, any banking privileges whatever, or any other liberties, privileges, or franchises but such as may be necessary or convenient to the procuring, owning, making, maintaining, regulating and using their railroad, the locomotives, machinery, cars and other appendages thereof, and the conveyance of passengers, the transportation of goods, merchandise and other commodities thereon: *And provided further*, That such Company shall not purchase or hold any real estate, except such as may be necessary or convenient for the making and constructing of their Railroad, or for the furnishing of materials therefor, and for the accommodation of depots, offices, warehouses, machine shops, toll houses, engine and water stations, and other appropriate appurtenances, and for the persons and things employed, or used in and about the same.

Equipments.

Real Estate.

SECTION 3. That the Commissioners named as aforesaid, or such of them as shall have acted, shall as soon as conveniently may be after the said letters patent shall be obtained, appoint a time and place for the subscribers to meet, to organize the Company, and shall ^{organization.} give at least two weeks' notice thereof in the manner provided for in the first section of this act; and the said subscribers, when met, shall elect, by a majority of the votes present, to be given in person or by proxy, a President and twelve Directors, the President and a majority of whom shall be resident citizens of this Commonwealth, and shall be owners respectively of at least three shares in the stock of such Company; and the said President and Directors shall conduct and manage the affairs and business of said Company, until the second Monday in January then next ensuing, and until others are chosen; and may make, ordain and establish such by-laws, rules, orders, and regulations, and perform such other matters and things as are by this act authorized: *Provided*, That in case of the resignation, death, or removal of the President, the Directors shall, by a majority of votes, supply the vacancy until the next annual ^{vacancy.} election.

SECTION 4. That the Stockholders of such Company shall meet on the second Monday in January in every year, at such place as may be fixed on by the by-laws, of which notice shall be given at least ^{Annual meeting and election} two weeks previously by the Secretary, in the manner before mentioned, and choose, by a majority of the votes present, a President and twelve directors qualified as aforesaid, for the ensuing year, who shall continue in office until the next annual election, and until others are chosen; at which annual meeting the said Stockholders shall have full power and authority to make, alter or repeal, by a majority of votes given, any or all such by-laws, rules, orders and regulations as aforesaid, and do and perform every other corporate act authorized by their charter; the Stockholders may meet at such other times and places as they be summoned by the President and Directors, in such manner and form, and giving such notice as may be prescribed by the by-laws; and the President, on the request in writing of any number of Stockholders representing not less than one-tenth in interest, shall call a special meeting, giving the like notice, and stating specifically the objects of the meeting; and the objects stated in such notice, and no other, shall be acted on at such special meeting.

SECTION 5. The elections for Directors provided for in this act, ^{Elections, how conducted.} shall be conducted as follows, to wit: at the first election the Commissioners shall appoint three Stockholders to be judges of the said

election, and to hold the same; and at every succeeding election the Directors, for the time being, shall appoint three Stockholders for the like purpose; and the persons so appointed by said Commissioners and Directors, shall not be eligible to an election as a Director at said election, and shall respectively take and subscribe an oath or affirmation, before an alderman or justice of the peace, well and truly and according to law, to conduct such election to the best of their knowledge and ability; and the said judges shall decide upon the qualifications of voters, and when the election is closed, shall count the votes, and declare who have been elected; and if at any time it shall happen that an election of Directors shall not be made at the time specified, the corporation shall not for that reason be dissolved; but it shall be lawful to hold and make such election of Directors, on any day within three months thereafter, by giving at least ten days' previous notice of the time and place of holding said election in the manner aforesaid; and the Directors of the preceding year shall in that case continue in office, and be invested with all powers belonging to them as such, until others are elected in their stead; in case of the death or resignation of a Director, or a failure to elect in case of a tie vote, the vacancy may be filled by the Board of Directors; at all general meetings or elections by the Stockholders, each share of stock shall entitle the holder thereof to one vote, and each ballot shall have endorsed thereon the number of shares thereby represented; but no share or shares transferred within sixty days next preceding any election, or general meeting of the Stockholders, shall entitle the holder or holders thereof to vote at any such election or general meeting; nor shall any proxy be received, or entitle the holder to vote, unless the same shall bear date, and have been duly executed within the three months next preceding such election or general meeting.

Powers.

SECTION 6. That the President and Directors of such Company, for the time being, are hereby authorized and empowered to exercise all the powers granted to the corporation; they shall meet at such times and places as shall be by them deemed most convenient for the transaction of their business, and when met, seven shall be a quorum to do business; the President, if present, shall preside at all meetings of the Board, and when absent, the Board shall appoint a President pro. tem.; they shall keep minutes of their proceedings fairly entered in a suitable book to be kept for that purpose; they shall choose a Secretary and Treasurer, and may appoint or employ all such officers, engineers, agents, superintendents, artisans, workmen or other persons, as in their opinions may be necessary or proper

Quorum.

Minutes.

Officers.

in the management of the affairs and business of said corporation, at such times, in such manner, and under such regulations as they may from time to time determine ; they shall fix the amount of the salaries and wages of such officers and persons employed by them, ^{Salaries.} and they may require bond, with security in such amounts as they may deem necessary, of each or any of said officers or other persons by them appointed or employed, for the faithful discharge of their duties, and generally to do all such other acts, matters, and things, as by this act and the by-laws and regulations of the said company, they may be authorized to do.

SECTION 7. That the President and Directors of such Company ^{Certificates of stock.} first chosen, shall procure certificates or evidences of stock for all the shares of such Company, and shall deliver one or more certificates or evidences, signed by the President, countersigned by the Treasurer, and sealed with the common seal of the corporation, to each person or party entitled to receive the same, according to the number of shares by him, her, or them respectively subscribed or held ; which certificates or evidences of stock shall be transferable at the ^{Transferable.} pleasure of the holder, in a suitable book or books to be kept by the Company for that purpose, in person or by attorney duly authorized, in the presence of the President or Treasurer, subject, however, to all payments due or to become due thereon ; and the assignee or party to whom the same shall have been so transferred, shall thereupon be a member of said corporation, and have and enjoy all the immunities, privileges and franchises, and be subject to all the liabilities, conditions and penalties incident thereto, in the same manner as the original subscriber would have been : *Provided*, That no certificate shall be transferred so long as the holder thereof is indebted to said Company, unless the Board of Directors shall consent thereto : *And provided*, That no such transfer of stock shall have the effect of discharging any liabilities or penalties theretofore incurred by the owner thereof.

SECTION 8. The Capital Stock of such Company shall be divided ^{Capital stock.} _{Shares.} into shares of fifty dollars each, and shall be called in and paid at such times and places, and in such proportions and instalments not, ^{Instalments.} however, exceeding five dollars per share in any period of thirty days, as the Directors shall require, of which public notice shall be given for at least two weeks next preceding the time or times appointed for that purpose, in the manner above mentioned ; and if any Stockholder shall neglect to pay such proportion or instalment so called for at the time and place appointed, he, she, or they shall be liable to pay, in addition to the proportion or instalment so called for,

at the rate of one per cent. per month for the delay of such payment ; and if the same and the additional penalty, or any part thereof, shall remain unpaid for the period of six months, he, she, or they shall, at the discretion of the Directors, forfeit to the use of the Company, all right, title and interest in and to every and all share or shares, on account of which such default in payment may be made as aforesaid, or the Directors may, at their option, cause suit to be brought before any competent tribunal, for the recovery of the amount due on such shares, together with the penalty of one per cent. per month as aforesaid ; and in the event of a forfeiture, the share or shares so forfeited, may be disposed of at the discretion of the President and Directors, under such rules and regulations as may be prescribed by the by-laws. No Stockholder shall be entitled to vote at any election, nor at any general or special meeting of the Company, on whose share or shares any instalment or arrearages may be due more than thirty days next preceding said election or meeting : *Provided*, That no forfeiture of stock shall release or discharge the owner thereof from any liabilities or penalties incurred prior to the time of such forfeiture.

SECTION 9. That the dividends of so much of the profits of such Company as shall appear advisable to the Directors, shall be declared in the months of July and January in each and every year, and be paid to the Stockholders or their legal representatives, on application at the office of such Company, at any time after the expiration of ten days from the time of declaring the same ; but the said dividends shall in no case exceed the amount of the net profits actually acquired by the Company, so that the capital stock shall never be impaired thereby ; and if the said Directors shall make any dividend which shall impair the capital stock of the Company, the Directors consenting thereto shall be liable, in their individual capacities, to such Company for the amount of the capital stock so divided, recoverable by action of debt as in other cases ; and each Director present when such dividend shall be declared, shall be considered as consenting thereto, unless he forthwith enter his protest on the minutes of the Board, and give public notice to the Stockholders of the declaring of such dividend.

SECTION 10. That the President and Directors of such Company shall have power and authority by themselves, their engineers, superintendents, agents, artizans and workmen, to survey, ascertain, locate, fix, mark, and determine such route for a Railroad as they may deem expedient, not however passing through any burying-ground or place of public worship, or any dwelling-house in the

Forfeiture.

Dividends.

Liability of Directors.

Location.

occupancy of the owner or owners thereof, without his, her, or their consent, and not except in the neighborhood of deep cuttings, or high embankments, or places selected for sidelings, turnouts, depots, engine or water stations, to exceed sixty feet in width, and thereon to lay down, erect, construct and establish a Railroad, with one or more tracks, with such branches or lateral roads as may be specially authorized, and with such bridges, viaducts, turnouts, sidelings, or other devices as they may deem necessary or useful between the points named in the special act incorporating such Company, commencing at or within, and extending to or into any town, city or village, named as the place of beginning or terminus of such road ; and in like manner, by themselves, or other persons by them appointed or employed as aforesaid, to enter upon and into, and occupy all land on which the said Railroad or depots, warehouses, offices, toll-houses, engines and water stations, other buildings or appurte-
May extend into
any town, city
or village.
nances hereinbefore mentioned may be located, or which may be necessary or convenient for the erection of the same, or for any purpose necessary or useful in the construction, maintenance or repairs of said Railroad, and therein and thereon to dig, excavate and embank, make, grade, and lay down and construct the same ; and it shall in like manner be lawful for such Company, their officers, agents, engineers, contractors or workmen, with their implements and beasts of draught or burden, to enter upon any lands adjoining or in the neighborhood of their Railroad, so to be constructed, and to quarry, dig, cut, take and carry away therefrom, any stone, gravel, clay, sand, earth, wood, or other suitable material necessary or proper for the construction of any bridges, viaduct or other buildings, which may be required for the use, maintenance or repairs of said Railroad : *Provided*, That before such Company shall enter upon or take possession of any such lands or materials, they shall make ample compensation to the owner or owners thereof, or tender adequate security therefor : *Provided further*, That the timber used in the construction or repair of said Railroad, shall be obtained from the owner Security.
Timber.
thereof, only by agreement or purchase : *And provided further*, That whenever any Company shall locate its road in and upon any street or alley, in any city or borough, ample compensation shall be made to the owners of lots fronting upon such street or alley, for any damages they may sustain, by reason of any excavation or embankment made in the construction of such road, to be ascertained as other damages are authorized to be ascertained by this Act.

SECTION 11. That when the said Company cannot agree with the owner or owners of any lands or materials, for the compensation ascertained and adjusted.

proper for the damage done or likely to be done to, or sustained by any such owner or owners of such lands or materials, which such Company may enter upon, use or take away, in pursuance of the authority hereinbefore given, or by reason of the absence or legal incapacity of any such owner or owners, no such compensation can be agreed upon, the Court of Common Pleas of the proper county, on application thereto by petition, either by said Company or owner or owners, or any one in behalf of either, shall appoint seven discreet and disinterested freeholders of said county, neither of whom shall be residents or owners of property upon or adjoining the line of such Railroad, and appoint a time, not less than twenty nor more than thirty days thereafter, for said viewers to meet at or upon the premises where the damages are alleged to be sustained, of which time and place ten days' notice shall be given by the petitioner to the said viewers and the other party; and the said viewers or any five of them having been first duly sworn or affirmed, faithfully, justly and impartially to decide, and true report to make concerning all matters and things to be submitted to them, and in relation to which they are authorized to inquire in pursuance of the provisions of this Act, and having viewed the premises, they shall estimate and determine the quantity, quality and value of said lands so taken or occupied, or to be so taken or occupied, or the materials so used or taken away, as the case may be, and having a due regard to and making just allowance for the advantages which may have resulted, or which may seem likely to result to the owner or owners of said land or materials, in consequence of the making or opening of said Railroad, and of the construction of works connected therewith; and after having made a fair and just comparison of said advantages and disadvantages, they shall estimate and determine whether any, and if any, what amount of damages has been or may be sustained, and to whom payable, and make report thereof to the said Court; and if any damages be awarded, and the report be confirmed by the said Court, judgment shall be entered thereon; and if the amount thereof be not paid within thirty days after the entry of such judgment, execution may then issue thereon as in other cases of debt, for the sum so awarded, and the costs and expenses incurred shall be defrayed by the said Railroad Company; and each of said viewers shall be entitled to one dollar and fifty cents per day for every day necessarily employed in the performance of the duties herein prescribed, to be paid by such Railroad Company.

SECTION 12. That whenever, in the construction of such road or roads, it shall be necessary to cross or intersect any established road

or way, it shall be the duty of the President and Directors of the said Company, so to construct the said road across such established road or way, as not to impede the passage or transportation of persons or property along the same ; and that, for the accommodation of all persons owning or possessing land through which the said Railroad may pass, it shall be the duty of such Company to make or cause to be made, a good and sufficient causeway or causeways, whenever ^{Causeways.} the same may be necessary to enable the occupant or occupants of said lands to cross or pass over the same, with wagons, carts and implements of husbandry, as occasion may require ; and the said causeway or causeways, when so made, shall be maintained and kept in good repair by such Company ; and if the said Company shall neglect or refuse, on request, to make such causeway or causeways, or when made, to keep the same in good order, the said Company shall be liable to pay any person aggrieved thereby, all damages sustained by such person in consequence of such neglect or refusal ; such damages to be assessed and ascertained in the same manner as provided in the last section for the assessment of damages : *Provided,* That the said Company shall, in no case, be required to make or cause to be made, more than one causeway through each plantation or lot of land, for the accommodation of any one person owning or possessing land through which the said Railroad may pass ; and where any public road shall cross such Railroad, the person owning or possessing land through which the said public road may pass, shall not be entitled to require the Company to erect or keep in repair any causeway or bridge for the accommodation of the occupant of said land.

SECTION 13. That if any such Railroad Company shall find it ^{Change of location.} necessary to change the site of any portion of any turnpike or public road, they shall cause the same to be re-constructed forthwith at their own proper expense, on the most favorable location, and in as perfect a manner as the original road : *Provided,* That the damages incurred in changing the location of any road authorized by this section, shall be ascertained and paid by such Company, in the same manner as is provided for in regard to the location and construction of their own road.

SECTION 14. That in all suits or actions against such Company, ^{Service of process.} the service of process on the President, Secretary, Treasurer, Engineer, Agent or any Director of the same, shall be good and available in law ; but no suit or action shall be prosecuted by any person or persons, for any penalties incurred under this Act, unless such suit or action shall be commenced within two years next after the offence

committed or cause of action accrued ; and the defendants in such suit or action may plead the general issue, and give this act and the special matter in evidence, and that the same was done in pursuance and by authority of this act.

Penalty for committing injuries to works, &c. SECTION 15. That if any person or persons shall wilfully and knowingly break, injure or destroy, any Railroad authorized by special Act of Assembly, or any part thereof, or any edifice, device, property or work, or any part thereof, or any machinery, engine, car, implement or utensil, erected, owned or used by such Company, in pursuance of this Act, he, she or they so offending, shall forfeit and pay to such Company, three times the actual damage so sustained, to be sued for and recovered with full costs, before any tribunal having cognizance thereof, by action in the name and for the use of the Company.

Penalty for misdemeanor. SECTION 16. That if any person or persons shall wilfully and maliciously remove or destroy any part of the road, property, buildings or other works, belonging to such Company, or place, designedly and with evil intent, any obstruction on the line of such Railroad, so as to jeopard the safety or endanger the lives of persons traveling on or over the same, such person or persons so offending, shall be deemed guilty of a misdemeanor, and shall on conviction be imprisoned in the county jail or penitentiary, at the discretion of the court, for a term not more than three years : *Provided*, That nothing herein contained shall prevent the Company from pursuing any other appropriate remedy at law in such cases.

Statement of affairs, &c. SECTION 17. That at each annual meeting of the Stockholders of any such Company, the President and Managers of the preceding year shall exhibit to them a full and complete statement of the affairs and proceedings of the Company for such year, with all such matters as shall be necessary to convey to the Stockholders a full knowledge, of the condition and affairs of said Company ; and the said President and Directors of every such Company shall, whenever required, furnish to the Legislature, or either branch thereof, a full and authentic report of their affairs and transactions, or such information relating thereto as may be demanded of them.

Public highways. SECTION 18. That upon the completion of any Railroad authorized as aforesaid, the same shall be esteemed a public highway for the conveyance of passengers, and the transportation of freight, subject to such rules and regulations, in relation to the same, and to the size and construction of wheels, cars, and carriages, the weight of loads, and all other matters and things connected with the use of said Railroad, as the President and Directors may prescribe and direct : *Pro-*

vided, That the said Company shall have the exclusive control of the motive power, and may from time to time establish, demand and receive such rates of toll, or other compensation, for the use of such road and of said motive power, and for the conveyance of passengers, the transportation of merchandize and commodities, and the cars, or other vehicles containing the same, or otherwise passing over or on the said Railroad, as to the President and Directors shall seem reasonable : Provided however nevertheless, That said rates of toll and motive power charges so to be established, demanded or received, when the cars used for such conveyance or transportation, are owned or furnished by others, shall not exceed two and one half cents per mile for each passenger, three cents per mile for each ton of two thousand pounds of freight, three cents per mile for each passenger or baggage car, and two cents per mile for each burden or freight car, every four wheels being computed a car ; and in the transportation of passengers, no charge shall be made to exceed three cents per mile for through passengers, and three and a half cents per mile for way passengers.

SECTION 19. That if any Company incorporated as aforesaid, shall not commence the construction of their proposed Railroad within three years, and complete and open the same for use, with at least one track, within the term prescribed by the special act authorizing the same, or if after completion the said Railroad shall be suffered to go into decay, and be impassable for the term of two years, then this charter shall be null and void, except so far as to compel the said Company to make reparation for damages.

SECTION 20. That if any Company incorporated as aforesaid, shall at any time misuse or abuse any of the privileges granted by this act, or by the special act of incorporation, the Legislature may revoke all and singular the rights and privileges so granted to such Company ; and the Legislature hereby reserves the power to resume, alter or amend any charter granted under this act, and take for public use any road constructed in pursuance of such charter : *Provided, That in resuming, altering, or amending said charters, no injustice shall be done to the corporators ; and that in taking such roads for public use, full compensation shall be made to the Stockholders.*

WILLIAM F. PACKER,

Speaker of the House of Representatives.

GEORGE DARSIE,

Speaker of the Senate.

Approved—The nineteenth day of February, one thousand eight hundred and forty-nine.

WM. F. JOHNSTON.



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